



CHAPTER BYLAWS

ARTICLE 1

TOLEDO AREA HUMAN RESOURCE ASSOCIATION (TAHRA)

Section 1.1: Name.

The name of the Chapter is the Toledo Area Human Resource Association or TAHRA (herein referred to as the "Chapter"). Historically, the Chapter has been known as the Toledo Employers Management Association, Toledo Personnel Managers Association, and the Toledo Personnel Management Association. To avoid potential confusion, the Chapter will refer to itself as TAHRA (Chapter name) and not as SHRM or the Society for Human Resource Management.

Section 1.2: Affiliation. The Chapter is affiliated with the Society for Human Resource Management (herein referred to as "SHRM"), an affiliation which began in 1972.

Section 1.3: Relationships. The Chapter is a separate legal entity from SHRM. It shall not be deemed to be an agency or instrumentality of SHRM or of a State Council and SHRM shall not be deemed to be an agency or instrumentality of the Chapter. The Chapter shall not hold itself out to the public as an agent of SHRM without express written consent of SHRM. The Chapter shall not contract in the name of SHRM without the express written consent of SHRM.

ARTICLE 2

PURPOSE

The purposes of this Chapter, as a non-profit organization, are:

- 1) to provide a forum for the personal and professional development of our members;
- 2) to provide an opportunity to develop leadership, managerial, public speaking and group decision-making skills;
- 3) to provide an arena for the development of trust relationships where common problems can be discussed and deliberated;
- 4) to provide an opportunity to focus on current human resource management issues of importance to our members;
- 5) to provide a focus for legislative attention to state and national human resource management issues;
- 6) to provide valuable information gathering and dissemination channels;
- 7) to provide a pool of human resource management leaders for perpetuation of the Chapter and of SHRM;
- 8) to serve as an important vehicle for introducing human resource management professionals to SHRM;
- 9) to serve as a source of new members for SHRM; and
- 10) to serve as part of the two-way channel of communications between SHRM and the individual members.

The Chapter supports the purposes of SHRM, which are to promote the use of sound and ethical human resource management practices in the profession and:

- 1) to be a recognized world leader in human resource management;
- 2) to provide high-quality, dynamic and responsive programs and service to our customers with interests in human resource management;
- 3) to be the voice of the profession on human resource management issues;
- 4) to facilitate the development and guide the direction of the human resource profession; and
- 5) to establish, monitor and update standards for the profession.

ARTICLE 3 FISCAL YEAR

The fiscal year of the Chapter hereafter shall be the calendar year effective January 1, 2007. We will run a partial transition year from August through December 2006, as our present fiscal year is August 1 through July 31.

ARTICLE 4 MEMBERSHIP

Section 4.1: Qualifications for Membership. The qualifications for membership in the Chapter shall be as stated in Sections 4.4, 4.5, and 4.6 of this Article. To achieve the mission of the Chapter there shall be no discrimination in individual memberships because of race, religion, sex, age, national origin, disability, veteran's status, or any other legally protected class.

Section 4.2: Non-transferability of Membership. Membership in the Chapter is neither transferable nor assignable.

Section 4.3: Individual Membership. Membership in the Chapter is held in the individual's name, not an organization with which the member is affiliated.

Section 4.4: Professional Members. Professional membership shall be limited to those individuals who are engaged as one or more of the following: (a) an active professional of human resources whom devotes at least 50% of his/her time to the field; (b) individuals certified by the Human Resource Certification Institute; (c) faculty members holding an assistant, associate or full professor rank in human resource management or any of its specialized functions at an accredited college or university; (d) full-time consultants, attorneys or employment representatives practicing in the field of human resource management and are current members in good standing with the Society of Human Resource Management; and (e) retired individuals who would qualify for professional membership but are no longer actively employed full time. Professional members may vote and hold office in the chapter.

Section 4.5: Student Members. Individuals who are (a) enrolled either as full-time or part-time students, at freshman standing or higher; (b) enrolled in the equivalent of at least six (6) credit hours; (c) enrolled in a four-year or graduate institution and/or a consortium of these or a two-year community college with a matriculation agreement between it and a four-year college or university which provides for automatic acceptance of the community college students into the four-year college or university; (d) able to

provide verification of a demonstrated emphasis in human resource management subjects; (e) able to provide verification of the college or university's human resources or related degree program, and (f) not eligible for professional membership. Student members may not vote or hold office in the Chapter.

Section 4.6: Past Presidents and Honorary Lifetime Members: Individuals who have (a) served a full term as the President of TAHRA or (b) rendered 10 consecutive years of service to TAHRA, SHRM and/or other SHRM chapters and has made an outstanding contribution to the field of human resources. Honorary membership will be granted upon a 2/3 vote of the Board of Directors. Past Presidents and Honorary Lifetime members may vote and hold office in the chapter.

Section 4.7: Application for Membership. Application for membership shall be on the Chapter application form. All applications shall be reviewed by the Membership Director to ensure all requirements are met. The Executive Committee will review questionable applications and make final determination for membership within 30 days of receipt. Should a candidate's membership be denied, all dues will be returned. New members shall be afforded full membership rights from the date of application approval by the Membership Director or his/her designee.

Section 4.8: Voting. Each Professional member, Past Presidents and Honorary Lifetime Members of the Chapter shall have the right to cast one vote on each matter brought before a vote of the members. Student Members are not eligible to vote. Votes shall be tallied by an Ad Hoc Committee appointed by the Board of Directors.

Section 4.9: Dues. Annual membership dues shall be established for the next year by the Executive Committee prior to the mailing of renewal notices. Retired professional members shall be charged half of the established dues. Past Presidents and Honorary Lifetime members shall have their annual dues waived.

ARTICLE 5 MEMBER MEETINGS

Section 5.1: Meetings. Regular meetings and special events of the members shall be held on a schedule to be determined by the Board of Directors. Notice of such meetings and events shall be provided as far in advance as practicable.

Section 5.2: Quorum. Members holding one-tenth of the votes entitled to be cast represented in person, by conference call, or via email or web link shall constitute a quorum.

ARTICLE 6 BOARD OF DIRECTORS

Section 6.1: Power and Duties. The Board of Directors (also referred to as the "Board") shall manage and control the property, business and affairs of the Chapter and in general exercise all powers of the Chapter.

Section 6.2: Officers. The following shall be members of the Board of Directors and shall constitute the Executive Committee of the Board and be Officers of the Chapter: President, President-Elect, Vice President-Member Services, Vice President-Community Relations, Vice President - Education, Treasurer, and Secretary.

Section 6.3: Composition of the Board of Directors. Along with the Officers listed in Section 6.2 of this Article, the Board of Directors shall all include Core Leadership Area Directors and the Past President. These shall constitute the governing body of the Chapter. Additional Core Leadership Area Directors shall be nominated by the President and approved by the Executive Committee from among the eligible membership, should new Core Leadership Areas be established by SHRM or needed by the chapter.

Section 6.4: Qualifications. All candidates for the Board of Directors must be Professional members, Past Presidents or Honorary Lifetime Members of the chapter in good standing at the time of nomination or appointment and for their complete term of office. All candidates for an officer position will be required to have served at least one year on the Board of Directors. Exceptions to this requirement must be approved by the Executive Committee prior to presenting the ballot to membership. Per SHRM Bylaws, the President must be a current member in good standing of SHRM throughout the duration of his/her term of office. The President must also be certified by HRCI or have at least attempted certification by sitting for one of the exams. The chapter also requires that each Board member be a current member in good standing of SHRM throughout the duration of his/her term of office. All other Board members are strongly encouraged to attain certification.

Section 6.5: Background Checks. In order to safeguard the assets of the organization, all candidates running for election to an officer position will authorize the chapter to conduct a background check. The background check will include credit, felony and misdemeanor searches. An independent, third party will be used to conduct the background check, to review the results and to provide a recommendation to the President based upon the results. Individual results will not be shared with any member of the Executive Committee. Candidates may request a copy from the provider.

Section 6.6: Election - Term of Office. Officers shall be elected by the members at a meeting of the membership from the proposed slate of the nominating committee. For succession planning purposes, candidates for the President position shall be the prior year's President-Elect respectively. The President shall run unopposed unless Section 6.10 is invoked. Candidates for the President Elect and Vice President positions will be elected annually. Elected officers as of August 1, 2006 will hold office from August 1, 2006 through December 31, 2007, to assist in a transition year of change in calendar year. Thereafter, each elected Officer and appointed Director shall assume office on January 1 following his/her election or appointment and shall hold office for one year or until his/her successor is elected/appointed and takes office. Officers and Directors may not be elected to serve more than three (3) consecutive terms in the same position unless approved by the President with the consent of the Board of Directors.

Section 6.7: Vacancies. Any vacancy in the Board may be filled for the unexpired term by appointment of the President with the consent of the Board of Directors.

Section 6.8: Quorum - Board of Directors. A simple majority of the total Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the Board of Directors present at any meeting at which there is a quorum, either in person, by conference call or via web link, shall be the act of the Governing Body, except to the extent that applicable state law may require a greater number. In addition, the Board may act by unanimous written consent of all voting members.

Section 6.9: Board of Directors' Responsibilities. The Board of Directors shall transact all business of the Chapter except as prescribed otherwise in these Bylaws or other governing instruments of the Chapter. A Professional member in good standing may request the President to place on the agenda of the next regular Board of Directors meeting any action for consideration by the Board of Directors.

Section 6.10: Removal of Director and Officer. Any Officer or Director may be removed from office, with cause, upon an affirmative vote of two-thirds of the entire Board of Directors at a duly constituted Board of Directors meeting. The Officer or Director shall be entitled to a due process hearing prior to any termination action being imposed.

ARTICLE 7 DUTIES AND RESPONSIBILITIES

Section 7.1: Job Descriptions. The responsibilities of each member of the Board of Directors shall be as outlined in the position descriptions maintained by the Secretary and distributed to the Chapter Board. The position descriptions are subject to change as deemed necessary by the President and/or the Chapter Board.

Section 7.2: The President. The President shall preside at the meetings of the members and of the Board. He/she shall direct the Chapter and have charge and supervision of the affairs and business of the Chapter, subject to the ultimate management authority of the Board of Directors. He/she shall serve as liaison and be a current member in good standing of SHRM during his/her entire term of office.

Section 7.3: The President-Elect. The President-Elect, at the request of the President or in his/her absence or disability, may perform any of the duties of the President. He/she shall have such other powers and perform such other liaison duties as the Board or the President may determine and lead Core Leadership Areas as assigned by the President. He/she shall have the authority to appoint sub-committees to plan and implement the activities associated with the program year. The president-elect is encouraged to attend the annual SHRM Leadership Conference. The chapter requires the president-elect to be a current member in good standing of SHRM during his/her entire term of office.

Section 7.4: The Vice Presidents. The Vice Presidents shall lead various Core Leadership Areas as established by the President to serve the membership. He/she shall have such other powers and perform such other duties as the President may determine. The chapter requires all Vice Presidents to be current members in good standing of SHRM during his/her entire term of office.

Section 7.5: The Treasurer. The Treasurer shall be responsible for the financial affairs of the Chapter, including all required filings. These responsibilities shall include financial reports to the Board and coordinating arrangements for the annual examination audit of the accounts as may be required by the Board. He/she shall be responsible for membership billing. He/she shall also perform such other duties as the President may determine. The chapter requires the Treasurer to be a current member in good standing of SHRM during his/her entire term of office.

Section 7.6: The Secretary. The Secretary shall be responsible for recording the minutes of all meetings of the Chapter, shall be responsible for making all members aware of such meetings, and shall be responsible for coordinating the activities related to the Chapter's marketing and communications plans, including the chapter newsletter. The chapter requires the Secretary to be a current member in good standing of SHRM during his/her entire term of office.

Section 7.7: Core Leadership Area (CLA) Directors. Core Leadership Area Directors shall have such powers and perform such liaison duties as the Board or the President may determine. The responsibility includes awareness sessions and initiatives in the particular CLA as determined by the President and the Board. He/she shall have the authority to appoint sub-committees to plan and implement the activities associated with the CLA for the year. The chapter requires each CLA Director to be a current member in good standing of SHRM during his/her entire term of office.

Section 7.8: Past President. The Past President serves as an advisor to the President, and fulfills such duties as requested by the President and/or Board of Directors. The chapter requires the Past President to be a current member in good standing of SHRM during his/her entire term of office.

ARTICLE 8 COMMITTEES

Section 8.1: Committees. The establishment of both standing and ad-hoc committees shall be the right of the Board of Directors. Core Leadership Area Directors are encouraged to appoint committees to plan and implement associated activities.

Section 8.2: Committee Organization. Committees in addition to the Nominating Committee are established by resolution of the Board of Directors.

Section 8.3: Committee Chairpersons. Appointment of Chairpersons to committees other than Core Leadership Area Committees is the sole responsibility of the President. The Chairperson and the President will seek interested members to participate in committee activities. Special Committees or task forces may be organized by the President to meet particular Chapter needs.

Section 8.4: Committee Activity. Committees are established to provide the Chapter with special ongoing services such as Membership, Programs, Professional Development, Student Relations, Marketing/Communications, Diversity, Community Relations, etc.

ARTICLE 9 VOTING

Mail or electronic ballots can be used for the election of Officers provided the Chapter has had at least one in-person meeting that year. The voting process will be conducted and monitored in such a way insure the integrity of the results.

ARTICLE 10
STATEMENT OF ETHICS

Section 10.1: Code of Ethics. The Chapter adopts SHRM's Code of Ethical and Professional Standards in Human Resource Management for members of the Association in order to promote and maintain the highest standards among our members. Each member shall honor, respect and support the purposes of this Chapter and of SHRM.

Section 10.2: No Solicitation. The Chapter shall not be represented as advocating or endorsing any issue unless approved by the Board of Directors. No member shall actively solicit business from any other member at Chapter meetings or via phone, mail or email without the approval from the Board of Directors. Failure to uphold the solicitation guideline may result in loss of membership.

ARTICLE 11
PARLIAMENTARY PROCEDURE

Meetings of the Chapter shall be governed by the rules contained in Robert's Rules of Order in all cases to which they are applicable and in which they are consistent with the Law and the Bylaws of the Chapter.

ARTICLE 12
AMENDMENT OF BYLAWS

The Bylaws may be amended by a majority vote of the members present at any meeting at which a quorum exists and in which required notice has been met, provided that no such amendment shall be effective unless and until approved by the SHRM President/CEO or his/her designee as being in furtherance of the purposes of the SHRM and not in conflict with SHRM bylaws. Any motion to amend the bylaws shall clearly state that it is not effective unless and until approved by the SHRM President/CEO or his/her designee.

ARTICLE 13
CHAPTER DISSOLUTION

In the event of the chapter's dissolution, the remaining monies in the Treasury, after chapter expenses have been paid, will be contributed to an organization decided upon by the Board of Directors at the time of dissolution (e.g. the SHRM Foundation, a local student chapter, the State Council, an HR degree program, or other such organization or charity with purposes consistent with those of the Chapter).

ARTICLE 14
WITHDRAWAL OF AFFILIATED CHAPTER STATUS

Affiliated chapter status may be withdrawn by the President/CEO of SHRM or his/her designee as a representative of the SHRM Board of Directors upon finding that the activities of the Chapter are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, the Chapter shall have an opportunity to review a written statement of the reasons for such proposed withdrawal and an opportunity to provide the SHRM Board of Directors with a written response to such a proposal within a thirty (30) day period. In addition, when the Chapter fails to maintain the required affiliation standards as set forth by the SHRM Board of Directors, it is subject to immediate disaffiliation by SHRM. After withdrawal of Chapter status, the SHRM Board of Directors may cause a new Chapter to be created, or, with the consent of the President/CEO of SHRM and the consent of the body which has had Chapter status withdrawn, may re-confer Chapter status upon such body.

ARTICLE 15
TERMS USED

As used in these Bylaws, feminine or neuter pronouns shall be substituted for those of the masculine form, and the plurals shall be substituted for the singular number in any place where the context may require such substitution or substitutions.

These revised bylaws are not effective until approved and signed by SHRM CEO or designee.

Ratified by the Membership of Chapter and signed by:

Chapter President _____ Date _____

Approved by:

SHRM President/CEO or Designee _____

Date 10/12/11

